

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



375095

Bar Date Ref #

| | |
|-------|-------------|
| In re | Case Number |
|-------|-------------|

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

Name of Creditor and Address

0354653375095

American Ripener LLC
803 Pressley Rd
Ste 106
CHARLOTTE NC 28217

FILED
AUG 11 2003
BMC

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again.

Creditor Telephone Number (704) 527-3813

| | | |
|----------------------------------|--|--|
| CREDITOR TAX I D # 13-4232975 | ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR FLE 396 FLE 635 | Check here if this claim <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated _____ |
|----------------------------------|--|--|

1 BASIS FOR CLAIM

Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C. § 1114(a)

Services performed Taxes Wages salaries and compensation (Fill out below)

Money loaned Other (describe briefly)

Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED Mar 5, 10, 11, 12 2003 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 5712.63 (unsecured) \$ _____ (secured) \$ 5712.63 (total) (unsecured priority)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5 SECURED CLAIM

Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral

Real Estate
 Motor Vehicle
 Other _____

Value of collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim.

Specify the priority of the claim

Wages salaries or commissions (up to \$4 650*) earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business whichever is earlier - 11 U.S.C. § 507(a)(3)

Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4)

Up to \$2 100* of deposits toward purchase lease or rental of property or services for personal family or household use 11 U.S.C. § 507(a)(6)

Alimony maintenance or support owed to a spouse former spouse or child 11 U.S.C. § 507(a)(7)

Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8)

Other Specify applicable paragraph of 11 U.S.C. § 507(a) _____

Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

FILED
AUG 11 2003
BMC

7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments, mortgages security agreements and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available explain. If the documents are voluminous attach a summary.

9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4 00 p.m., September 15, 2003, Pacific Daylight Time.

FILED
USE ONLY
AUG 11 2003
BMC

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo CA 90245

DATE SIGNED 8/7/03 **SIGN** and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any)
Karen Ann Cate

Fleming Companies Claim
03254

Penalty for presenting fraudulent claim is a fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions

Invoice

Invoice Number

019602

Invoice Date

Mar 5, 2003

Page

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American Ripener, LLC
803 Pressley Road
Suite 106
Charlotte, NC 28217
USA

Voice 704-527-8813

Fax 704-527-6705

Duplicate

Sold To

FLEMING CO /LAC-MINN & SUP DIV
ATTN EXPENSE PAYABLES
P O BOX 26680
OKLAHOMA CITY, OK 73126-6680

Ship to

FLEMING COMPANIES, INC,
1637 ST JAMES STREET
LA CROSSE, WI 54603

| Customer ID | Customer PO | Payment Terms | |
|--------------|-----------------|---------------|----------|
| FLE396 | 56077 | Net 30 Days | |
| Sales Rep ID | Shipping Method | Ship Date | Due Date |
| DEBRA | ROADRUNNER | 3/5/03 | 4/4/03 |

| Quantity | Item | Description | Unit Price | Extension |
|----------|----------------|---|------------|-----------|
| 66 00 | 12/QUARTS/CASE | RIPENER I CONCENTRATE | 54 75 | 3,613 50 |
| | | IF PAID AFTER DUE DATE TOTAL DUE \$4142 24 | | |
| | | PAST DUE AFTER 4/4/03 AND SUBJECT TO INTEREST CHARGES OF 1 5% PER MONTH | | |
| | | PLEASE NOTE THAT OUR NAME HAS CHANGED FROM AMERICAN RIPENER CO INC TO AMERICAN RIPENER, LLC DIRECT ALL CORRESPONDENCE AND MAKE CHECKS PAYABLE TO AMERICAN RIPENER, LLC | | |

| | |
|----------------------|-----------------|
| Subtotal | 3,613 50 |
| Sales Tax | 198 74 |
| Total Invoice Amount | 3,812 24 |
| Payment Received | 0 00 |
| TOTAL | 3,812 24 |

Invoice

American Ripener, LLC
 803 Pressley Road
 Suite 106
 Charlotte, NC 28217
 USA

Invoice Number
 019612

Invoice Date
 Mar 10, 2003

Voice 704-527-8813
 Fax 704-527-6705

Page
 1

Duplicate

Sold To

FLEMING COMPANIES, INC
 ATTN LEIGHTON CARLSON
 4276 TRACY BLVD
 TRACY, CA 95376

Ship to

FLEMING COMPANIES, INC
 4276 TRACY BLVD
 TRACY, CA 95376

| | | | |
|---------------------|------------------------|----------------------|-----------------|
| Customer ID | Customer PO | Payment Terms | |
| FLE635 | VANCE TOPPS | Net 30 Days | |
| Sales Rep ID | Shipping Method | Ship Date | Due Date |
| KAC | ROADRUNNER | 3/10/03 | 4/9/03 |

| Quantity | Item | Description | Unit Price | Extension |
|----------|----------------|---------------------------------------|------------|-----------|
| 25 00 | 12/QUARTS/CASE | RIPENER I CONCENTRATE | 60 50 | 1,512 50 |
| 1 00 | | CALIFORNIA MILL ASSESSMENT | 27 60 | 27 60 |
| | | TAX | | |
| | | IF PAID AFTER DUE DATE | | |
| | | TOTAL DUE \$1782 32 | | |
| | | PAST DUE AFTER 4/9/03 | | |
| | | AND SUBJECT TO INTEREST | | |
| | | CHARGES OF 1 5% PER MONTH | | |
| | | PLEASE NOTE THAT OUR NAME HAS CHANGED | | |
| | | FROM AMERICAN RIPENER CO INC | | |
| | | TO AMERICAN RIPENER, LLC | | |
| | | DIRECT ALL CORRESPONDENCE AND | | |
| | | MAKE CHECKS PAYABLE TO | | |
| | | AMERICAN RIPENER, LLC | | |

| | |
|-----------------------------|----------|
| Subtotal | 1,540 10 |
| Sales Tax | 117 22 |
| Total Invoice Amount | 1,657 32 |
| Payment Received | 0 00 |
| TOTAL | 1,657 32 |

MATERIAL SAFETY DATA SHEET SHIPPED WITH PACKING SLIP

Invoice

Invoice Number

019620

Invoice Date

Mar 11, 2003

Page

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American Ripener, LLC
803 Pressley Road
Suite 106
Charlotte, NC 28217
USA

Phone 704-527-8813

Fax 704-527-6705

Duplicate

Sold To

FLEMING CO /LAC-MINN & SUP DIV
ATTN EXPENSE PAYABLES
P O BOX 26680
OKLAHOMA CITY, OK 73126-6680

Ship to

FLEMING COMPANIES, INC,
1637 ST JAMES STREET
LA CROSSE, WI 54603

| Customer ID | Customer PO | Payment Terms | |
|--------------|-----------------|---------------|----------|
| FLE396 | DALE GRUNTZEL | Net 30 Days | |
| Sales Rep ID | Shipping Method | Ship Date | Due Date |
| DEBRA | FEDEX GROUND | 3/11/03 | 4/10/03 |

| Quantity | Item | Description | Unit Price | Extension |
|--|------|---|------------|-----------|
| 5 00 | | ATKINS TEMPTTEC MINI DIGITAL THERMOMETER (ACCU-TUFF) | 21 00 | 105 00 |
| 20 00 | | THERMOMETER BATTERIES | 2 99 | 59 80 |
| 1 00 | | FEDEX GROUND CHARGE | 3 82 | 3 82 |
| 1 00 | | HANDLING FEE | 3 00 | 3 00 |
| PLEASE NOTE THAT OUR NAME HAS CHANGED TO AMERICAN RIPENER, LLC PLEASE DIRECT ALL CORRESPONDENCE AND MAKE CHECKS PAYABLE TO AMERICAN RIPENER, LLC | | | | |

| | |
|----------------------|---------------|
| Subtotal | 171 62 |
| Sales Tax | 9 44 |
| Total Invoice Amount | 181 06 |
| Payment Received | 0 00 |
| TOTAL | 181 06 |

Invoice

American Ripener, LLC
803 Pressley Road
Suite 106
Charlotte, NC 28217
USA

Phone 704-527-8813
Fax 704-527-6705

Invoice Number
019621

Invoice Date
Mar 12, 2003

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1

Duplicate

Sold To

FLEMING CO /LAC-MINN & SUP DIV
ATN EXPENSE PAYABLES
P O BOX 26680
OKLAHOMA CITY, OK 73126-6680

Ship to

FLEMING COMPANIES, INC,
1637 ST JAMES STREET
LA CROSSE, WI 54603

| Customer ID | Customer PO | Payment Terms | |
|--------------|-----------------|---------------|----------|
| FLE396 | MIKE SCHOLTZ | Net 30 Days | |
| Sales Rep ID | Shipping Method | Ship Date | Due Date |
| DEBRA | FEDEX GROUND | 3/12/03 | 4/11/03 |

| Quantity | Item | Description | Unit Price | Extension |
|--|------|--|------------|-----------|
| 4 00 | | TAYLOR DIGITAL POCKET THERMOMETER #9840 | 12 99 | 51 96 |
| 1 00 | | FEDEX GROUND CHARGE | 3 82 | 3 82 |
| 1 00 | | HANDLING FEE | 3 00 | 3 00 |
| PLEASE NOTE THAT OUR NAME HAS CHANGED TO AMERICAN RIPENER, LLC PLEASE DIRECT ALL CORRESPONDENCE AND MAKE CHECKS PAYABLE TO AMERICAN RIPENER, LLC | | | | |

| | |
|-----------------------------|--------------|
| Subtotal | 58 78 |
| Sales Tax | 3 23 |
| Total Invoice Amount | 62 01 |
| Payment Received | 0 00 |
| TOTAL | 62 01 |